

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
: Case No. 05-44481 (RDD)
DELPHI CORPORATION, *et al.* :
: Jointly Administered
Debtors. :
:
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**STIPULATION AND ORDER AMONG THE
DEBTORS, BANK OF AMERICA, N.A. AND THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

IT IS HEREBY STIPULATED AND AGREED, by and among the parties hereto, that the Court's prior Orders in this case at Docket No. 1805, at Docket No. 21 in Adversary Proceeding No. 06-01121, and paragraph 25 in the Court's prior Order at Docket No. 797 (the "Orders") shall continue in full force and effect, including, without limitation, as to all agreements referenced in the Orders and to the Segregated Account, as that term is defined in the Orders, including any and all extensions and modifications thereto including, without limitation, the April 28, 2006 Agreement between Delphi Automotive Systems Human Resources, LLC, Pentastar Aviation, LLC and Automotive Air Charter, Inc., and all charter revenue and lease proceeds therefrom.

Dated: New York, New York
September 29, 2006

/s/Robert D. Drain
Honorable Robert D. Drain
United States Bankruptcy Judge

Consent to the foregoing:
September 13, 2006

DELPHI CORPORATION, *et al.*,
By their attorneys,
TOGUT, SEGAL & SEGAL LLP
By:

/s/Neil Berger
NEIL BERGER (NB-3599)
A Member of the Firm
One Penn Plaza
New York, New York 10119
(212) 594-5000

THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS,
By its attorneys,
WARNERSTEVENS LLP
By:

/s/Jeffrey A. Risler
JEFFREY A. RESLER (JR-5668)
301 Commerce Street, Suite 1700
Fort Worth, Texas 76102
(817) 810-5250

BANK OF AMERICA, N.A.,
By its attorneys,
BARNES & THORNBURG LLP
By:

/s/Patrick E. Mears
PATRICK E. MEARS (PM-6473)
A Member of the Firm
300 Ottawa Avenue, NW, Suite 500
Grand Rapids, Michigan 49503
(616) 742-3936